



Wind River Systems
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April 18, 2003

Mr. Rich Petras
JPL

4800 Oak Grove Drive
MS: 198-219
Pasadena, CA 91109

Phone (818) 354-0632
Fax (818) 393-5007
Email petras@helios.jpl.nasa.gov

Quotation Reference No. : JPL120701PF-01

Dear Rich,

Wind River is pleased to respond with the following proposal for the use of Tornado 3 / VxWorks AE at JPL on the "Rocky Rover" project at your Pasadena facility. This proposal provides JPL with a complete development system. I have also included additional components and development tools as we discussed.

To expedite your order, would you please have your purchase department fax your purchase order to the attention of Paul Farmer at 805-965-1699. We are excited about the opportunity to work with JPL on this project. Please do not hesitate to call me at 805-965-0260 if you have any questions regarding this proposal.

Sincerely,

A handwritten signature in black ink that reads "Paul Farmer".

Paul Farmer
Account Manager
Wind River

List of Products to be licensed by JPL

Description	Part Number	Number of Users	Total Price
OEM Project License			
VxWorks AE OEM License Project: Rocky X Rover CPU Architecture Family: x86 Site: 4800 Oak Grove Drive Includes One Board Support Package	170-D3180		\$22,500.00
VxWorks AE OEM: Support and Maintenance	130-D2266		\$3,825.00
Development Environment			
Tornado 3 Professional Includes: - Core Tornado Tools - WindView Diagnostic and Analysis Tool - Your choice of any two of the following WindPower Tools: VxSim, ScopePak (StethoScope and TraceScope), PerformancePak (ScopeProfile and MemScope), CodeTEST/Coverage, CodeTEST/Memory, SNIFF+, SNIFF+ PRO (counts as two WindPower tools)	170-D3226	2	\$13,990.00
Tornado 3 Professional: Support and Maintenance	130-D2255	2	\$2,380.00
1 Day Quickstart Training			NC
	Sub-total		\$42,695.00
Discount offered contingent on purchase order placement by December 31, 2001			\$10,000.00
	Total		\$32,695.00

Note : For your purchasing department to place an order we must have a purchase order number and a faxed copy of the purchase order including the technical contact, and site address. If your order consists of products from multiple Wind River affiliates multiple packages and invoices will be delivered.

PRODUCT DESCRIPTION

TORNADO TOOLS 3 FOR VxWORKS AE

Tornado Tools 3 for VxWorks AE is a complete software development environment for real-time embedded applications. Available for Windows, UNIX- and Linux-based hosts, Tornado tools are highly integrated with VxWorks AE, a high performance, protected, scalable real-time operating system featuring Wind River's Protection Domain (PD) Technology. Tornado Tools 3 is fully "PD aware" and provides the optimal development environment for the VxWorks AE platform. Tornado Tools 3 for VxWorks AE includes:

- Tornado tools, a set of powerful cross-development tools and utilities
- A full range of communications options for host-to-target connections

The tools are purchased in bundled packages for development on a target microprocessor architecture family; for example, PPC, ARM, MIPS, 68K, and so on. The VxWorks OEM license and VxWorks runtime accessories are purchased separately.

All Tornado Tools 3 packages include the following:

Tornado core tools:

- Project and Workspace Manager
- Launcher
- Editor
- GNU C/C++ compilation environment
- Multi-task Debugger
- System Object Browser
- Integrated Simulator
- Run-time Component Configuration Tool
- WindSh host-based shell

All code in binary form as well as a complete set of published application programming interfaces (APIs). Also included is source code for the configuration and initialization modules, and demonstration programs.

One full set of Tornado documentation.

All code in binary form as well as a complete set of published application programming interfaces (API's). Also included is source code for the following:

- TCL-based host tools
- Configuration and initialization modules
- Hardware-dependent portions
- Demonstration programs

VxWORKS AE OEM LICENSE

The VxWorks AE runtime system is a high-performance, real-time operating system that includes scalable wind microkernel; innovative Protection Domain Technology for complete application isolation, memory and kernel protection; VxFusion distributed messaging for fault tolerant multiprocessing between processors; microsecond interrupt handling; POSIX 1003.1b real-time extensions; sophisticated TCP/IP stack and associated Internet applications; flexible booting from ROM, local disk, or across the network; multiprocessing support; fast, flexible I/O system; MS-DOS compatible file system; full ANSI C compliance, and more than 1,100+ utility routines.

VxWorks AE is available through a VxWorks AE OEM development license. A VxWorks AE OEM development license is specific to a company for a project. A project is defined by product, site, and processor family. At least one VxWorks AE OEM development license must be purchased for every project that will be developed using a VxWorks AE Runtime.

SUPPORT AND MAINTENANCE

Standard support and maintenance includes updates to a product, but not new feature upgrades of a product.

A standard annual support and maintenance agreement for a product provides the customer with:

- Periodic maintenance updates
- Periodic patch releases
- Updates to the user manuals as they become available
- Customer support through Central Support and Field Support
- Access to WindSurf web support site, Wind River's 24-hour online support, providing access to known problem lists, frequently asked questions (FAQs), online publications, and Knowledge-based services
- Notification service for changes in product functionality or company information
- Proactive Alerts: Automatic reporting of changes to TSR / SPR status

TERMS AND CONDITIONS

1. **Tornado Development Environment License Terms**

The Tornado Development Environment and Optional WindPower Development Tools are licensed to a specific company, at a specific site, for a host computer, and a number of users. "Site" shall mean the customer's street address where the software will be installed and used, and where development work on the project will be carried out. JPL may make use of the Tornado Development Environment at the [4800 Oak Grove Drive](#) site only. The Tornado Development Environment is not project restricted.

OEM Project License Terms

VxWorks is available through a VxWorks OEM License. A VxWorks OEM License is specific to a company for a project. A project is defined by product, site, and processor type. At least one VxWorks OEM License must be executed for every project that will ship a production version of a VxWorks Target Application.

Use of CUSTOMER Name. JPL agrees that Wind River may use JPL's name and may disclose that JPL is a licensee of Wind River products in Wind River's advertising, press, promotion and similar public disclosures with respect to the Licensed Software; provided, however, that such advertising, promotion or similar public disclosures shall not indicate that JPL in any way endorses any Wind River products, without prior written permission from JPL. JPL agrees that, upon JPL's public announcement of any product designed with or containing the Wind River products, Wind River may publicly disclose the nature of the Wind River involvement in said project.

2. **Payment Terms and Delivery**

- F.O.B. point is Alameda, CA.
- All payments are Net 30 days upon approval of credit.
- Remit payments to:
Wind River Systems
P.O. Box 7250
San Francisco, CA 94120-7250
- All items will be taxed unless otherwise specified on your Purchase Order. If these items are tax exempt or for resale, please include a copy of the appropriate certificates with your Purchase Order.
- The product will be delivered within 15 days of receipt of a Purchase Order.

3. **Sales Tax**

Items listed above will be taxed unless otherwise specified on your purchase order. If items are not taxable your Purchase Order must clearly state the type of exception being claimed and the associated exemption number. Additionally, a copy of the appropriate certificate must be included with your Purchase Order, if Wind River does not already have a copy on file.

To verify that Wind River already has a copy of your certificate please call your Inside Sales Representative, [Sunny Kim](#) at 800.545.9463.

Please note Support Contracts will be subject to Sales Tax in most states as the contract includes product upgrades which are treated as Tangible Personal Property. Wind River Systems Inc. assesses the appropriate General, Harmonized and Quebec Sales Taxes on all Sales shipped to Canada.

4. Assignment of Purchase Orders

Wind River's rights and obligations in connection with any Purchase Order issued by Customer may be assigned by Wind River to a Wind River affiliate, in whole or in part, at Wind River's sole discretion. Purchase Orders placed with a Wind River affiliate may be assigned by such affiliate, in whole or in part, at such affiliate's sole discretion, to Wind River. In order to expedite combination orders, please issue one Purchase Orders per Wind River affiliate.

This quotation constitutes Wind River's offer to provide the products and services described herein and is made on the express condition that the terms and conditions of any resultant transaction shall be solely those of this quotation, and the provisions of Wind River's standard license, support and maintenance or service agreements as applicable. Your purchase order issuance, use of the products or acquiescence to the performance of the services constitutes your acceptance of this quotation under those terms. Alternate provisions contained in any purchase order or other communication from you are superseded and shall have no effect nor in any circumstance bind Wind River.

5. Valid

Prices quoted are valid thirty (30) days from the date of quote.